A) NATO

PROCESSED

JAN 28 2008

THOMSON
EMANICIAN

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

13704	186
OMB APPR	
OMB Number:	3235-0076
Expires:	
Estimated average	ge burden
hours per respon	se16.00

SEC USE ONLY								
Prefix	Serial							
		_						
ĐA	DATE RECEIVED							
	1							

Name of Offering (check if this is an amendment and name has changed, and indicate change	.)
Warsowe Acquisition Corporation Series 2008-01 Secured Debentures	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section	n 4(6) ULC
Type of Filing:	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	08023451
Warsowe Acquisition Corporation	
Address of Executive Offices (Number and Street, City, State, Zip C	ode) Telephone Number (Including Area Code)
10167 W. Sunrise Blvd., 3rd Floor, Plantation, Florida 33322-7617	954.707.5400
Address of Principal Business Operations (Number and Street, City, State, Zip C (if different from Executive Offices)	Code) Telephone Number (Including Area Code)
Brief Description of Business	SEC
The issuer makes secured mortgage loans on commercial properties in the United Sta	tes. Mail Processing Section
Type of Business Organization Corporation limited partnership, already formed o business trust limited partnership, to be formed	ther (please specify): JAN 2 3 2008
Month Year Actual or Estimated Date of Incorporation or Organization: 0 5 0 4 Actual Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation fo CN for Canada; FN for other foreign jurisdiction)	Estimated Washington, DC 102
CENERAL INCEPTION OF THE	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

*		A. BASIC IDE	NTIFICATION DATA		
2. Enter the information request	ted for the follow	ing:			
Each promoter of the is:	suer, if the issuer	has been organized wit	thin the past five years;		
-		_		of 10% or more of:	a class of equity securities of the issuer.
			orporate general and man		
			orporate general and man	aging partiters of p	auticismp issuers, and
Each general and manage	ging paraner of pa	rtnership issuers.			
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Friedman Ronald					
Business or Residence Address 10167 W. Sunrise Boulevard	-	et, City, State, Zip Coontail	·		·
Check Box(es) that Apply:	Promoter 2	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Taubman Andrew	,				
Business or Residence Address	Number and Stre	et City State Zin Coo	te)		
10167 W. Sunrise Boulevard,		· · ·			
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or
Check Box(es) that Apply.	1 Tomoter _	J Beneficial Owner		Director	Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number and Stre	eet, City, State, Zip Coo	ie)		
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number and Stre	eet, City, State, Zip Coo	ie)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)			······································	· · · · · · · · · · · · · · · · · · ·
D	OY 1				
Business or Residence Address	(Number and Stre	eet, Uity, State, Zip Coo	1C)		
	<u> </u>				<u></u>
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number and Stre	eet, City, State, Zip Coo	ic)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)		<u> </u>		
Positive and Positive and Asset	01 1 10	, At			
Business or Residence Address	Number and Stre	eet, City, State, Zip Coo	lc)		
	(Use blank s	heet, or copy and use a	dditional copies of this sh	icet, as necessary)	

Г	<u> </u>				B. II	NFORMAT	ION ABOU	T OFFERI	NG		*****		
1.	Has the	issuer sol	d, or does th			ll, to non-a Appendix				-		Yes	No 🗷
2.	What is	the minin	um investn	ent that w	ill be acce	pted from a	ıny individ	ual?				\$ <u>1,0</u>	00.00
3.	Does the offering permit joint ownership of a single unit?							•••••	Yes ₽	No			
4.	commis If a pers or state:	sion or sims on to be lis s, list the n	ilar remune sted is an ass	ration for s sociated pe roker or de	solicitation rson or age aler. If mo	of purchase int of a brok ore than five	ers in conne ter or deale e (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in t EC and/or	irectly, any he offering. with a state ons of such		
	II Name (Last name	first, if ind	ividual)									
		Residence	Address (N	lumber and	Street, Ci	ity, State, 2	(ip Code)						
													<u></u>
Na	me of As	socialed B	roker or De	aler									
Sta			Listed Has										
	(Check	"All State:	s" or check	individual	States)	***************************************						☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Ful	ll Name (Last name	first, if ind	ividual)		•							
Bu	siness or	Residence	Address (1	Number an	d Street, C	city, State,	Zip Code)			<u> </u>			
Nai	me of As	sociated B	roker or De	aler									
Sta			Listed Has										
	(Check	"All State	s" or check	individual	States)	••••••						☐ Al	1 States
	AL IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Ful	ll Name (Last name	first, if ind	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)		· · · · · · · · · · · · · · · · · · ·				
Na	me of As	sociated B	roker or De	aler			· · · · · · · · · · · · · · · · · · ·				· · · · · · · · · · · · · · · · · · ·		
Sta	ites in Wi	nich Person	1 Listed Has	Solicited	or Intends	to Solicit	Purchasers	 					
	(Check	"All State	s" or check	individual	States)			***************************************	**************			☐ Al	1 States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check		
	this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	£ 50,000,000.00	€ 0.00
	Equity		
	• •		9
	Common Preferred	•	•
	Convertible Securities (including warrants)		
	Partnership Interests		
	Other (Specify)		
	Total	\$	\$_0.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	0	\$_0.00
	Non-accredited Investors	0	\$_0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		s
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$_1,000.00
	Legal Fees	Z	\$ 15,000.00
	Accounting Fees		\$ 15,000.00
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)	_	s
	Other Expenses (identify)	_	\$ 4,000.00
	Total	_	\$ 35,000.00

	C. OFFERING PRICE, N	UMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	and total expenses furnished in response to Part C	offering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gross		\$49,965,000.00
5.	each of the purposes shown. If the amount for	proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and all of the payments listed must equal the adjusted gross Part C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[\$ 150,000.00	<u></u> \$
	Purchase of real estate	[<u></u> \$
	Purchase, rental or leasing and installation of and equipment	machinery [\$	Z) \$_5,000.00
	Construction or leasing of plant buildings and	facilities		S
	Acquisition of other businesses (including the offering that may be used in exchange for the issuer pursuant to a merger)			
	Repayment of indebtedness	[\$
	Working capital	[\$ 49,810,000.0
	Other (specify):	[\$	
			\$	\$
	Column Totals	[\$ 150,000.00	\$ 49,815,000.0
	Total Payments Listed (column totals added).		□ \$ <u>49</u>	,965,000.00
Γ		D. FEDERAL SIGNATURE		
sig	nature constitutes an undertaking by the issuer to	the undersigned duly authorized person. If this notice furnish to the U.S. Securities and Exchange Commis accredited investor pursuant to paragraph (b)(2) of F	sion, upon writter	
Iss	uer (Print or Type)	Signature	Date	
W	arsowe Acquisition Corporation		January 4, 2008	
Na	me of Signer (Print or Type)	fille of Signer (Print or Type)		
Roi	natd Friedman	President and Chairman of the Board of Direct	tors	

		E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 pr provisions of such rule?	esently subject to any of the disqualification	Yes	No C
	See	Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to f D (17 CFR 239.500) at such times as require	furnish to any state administrator of any state in which this notice is find by state law.	iled a no	tice on Form
3.	The undersigned issuer hereby undertakes to issuer to offerees.	furnish to the state administrators, upon written request, informat	ion furr	ished by the
4.	limited Offering Exemption (ULOE) of the st	suer is familiar with the conditions that must be satisfied to be ent tate in which this notice is filed and understands that the issuer claim using that these conditions have been satisfied.		
	ner has read this notification and knows the conto thorized person.	ents to be true and has duly caused this notice to be signed on its beha	lf by the	undersigned
Issuer (Print or Type)	Signature		
Warsov	ve Acquisition Corporation	January 4, 2008		
Name (Print or Type)	Title (Print or Type)		
Ronald	l Friedman	President and Chairman of the Board of Directors		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

\	APPENDIX											
1	Intend to non-a investors		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of security and aggregate offering price offered in state Type		4 f investor and archased in State to C-Item 2)		Disquali under Sta (if yes, explana waiver p	fication te ULOE attach tion of granted)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
AL												
AK												
AZ		×	\$50M Debentures	0	\$0.00	0	\$0.00		K			
AR												
CA		×	\$50M Debentures	0	\$0.00	0	\$0.00		×			
СО		×	\$50M Debentures	0	\$0.00	0	\$0.00		×			
СТ	. —	×	\$50M Debentures	0	\$0.00	0	\$0.00		×			
DE												
DC												
FL		×	\$50M Debentures	0	\$0.00	0	\$0.00		X			
GA		×	\$50M Debentures	0	\$0.00	0	\$0.00		X			
ні												
ID												
IL		×	\$50M Debentures	0	\$0.00	0	\$0.00		×			
IN												
IA												
KS												
KY												
LA												
ME												
MD		×	\$50M Debentures	0	\$0.00	0	\$0.00		×			
MA		×	\$50M Debentures	0	\$0.00	0	\$0.00		×			
MI												
MN												
MS												

	-	n	_		_	**	,
А	М	ľ	Ľ.	NI	D	LX	

┖

				AFF	ENDIX			······································		
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited				No	
МО										
МТ										
NE										
NV										
NH										
NJ		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
NM		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
NY		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
NC		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
ND										
ОН										
ок		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
OR		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
PA		×	\$50M Debentures	0	\$0.00	0	\$0.00		K	
RI										
SC										
SD	ا ــــــــــــــــــــــــــــــــــــ									
TN										
TX		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
UT										
VT		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
VA		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
WA										
wv		×	\$50M Debentures	0	\$0.00	0	\$0.00		×	
WI										

	•			APPI	ENDIX					
1		2	3		4				lification	
	to non-a	to sell accredited is in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and expl amount purchased in State waiv (Part C-Item 2) (Part			amount purchased in State			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR										

